

## EXHIBIT B

### DATACo BOARD

- ~~Initially,~~ Effective at the time of the IPO, there will be six members of the Board of Directors of DataCo ~~will comprise 10 directors:~~
  - Four will be independent directors with no prior relationship with GTE or Bell Atlantic.
  - The fifth will be the CEO of DataCo.
  - The sixth will be the representative elected by the holders of the Class B shares; however, this director will abstain in any vote prior to the time when there are at least ten directors as described below and will at no time be eligible to serve as chairman.
- Within the 90 days following the IPO, the four independent directors will choose seven additional directors who have no prior relationship with GTE or Bell Atlantic, bringing the total number of independent directors to eleven and causing seven out of the thirteen directors to be persons selected following the IPO.
- The directors (other than the director chosen by the holders of the Class B shares) will be assigned to three classes and will stand for election at a meeting of shareholders held as soon as practical, and in any event within nine months of the IPO (the "Initial Shareholder Meeting"). Thereafter, they will stand for reelection as follows:
  - ~~Three~~ The terms of four Class I directors ~~whose term expires~~ will expire at the first Annual Meeting of Shareholders of DataCo following the Initial Shareholder Meeting;
  - ~~Three~~ The terms of four Class II directors ~~whose term~~ will expire at the second Annual Meeting of Shareholders of DataCo following the Initial Shareholder Meeting;
  - ~~Three~~ The terms of four Class III directors ~~whose term~~ will expire at the third Annual Meeting of ~~Shareholders; and~~ Shareholders of DataCo following the Initial Shareholder Meeting;
  - ~~One director elected annually by the Class B shareholders.~~

- ~~—At the first Annual Meeting of DataCo, at least one of the incumbent Class I directors will not stand for election and the DataCo Board will nominate at least two new Class I directors. This will increase the number of directors to 11. The Class I directors will be elected to a three-year term.~~
- ~~—At the second Annual Meeting of DataCo, at least one of the incumbent Class II directors will not stand for election and the DataCo Board will nominate at least two new Class II directors. This will increase the number of directors to 12. The Class II directors will be elected to a three-year term.~~
- ~~⊕ ➤ At the third Annual Meeting of DataCo, at least two of the incumbent Class III directors will not stand for election and the DataCo Board will nominate at least three new Class III directors. This will increase the number of directors to 13. The Class III directors will be elected to a three-year term. The one director elected by the Class B shareholders will stand for election annually.~~
- ~~For each subsequent Annual Meeting, the~~The Board of DataCo will determine the nominees for directors in the class of directors to be elected at ~~the~~each Annual Meeting.

As a result of the foregoing, at the end of ~~the third year,~~ninety days, a majority of the members of the board will be individuals who were not selected prior to the ~~IPO.~~

IPO, and following the Initial Shareholder Meeting all of the directors except for the member elected by the Class B shares will have been elected by the public shareholders.